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I. JURISDICTION AND GENERAL PROVISIONS

1. This Order is issued pursuant to the authority vested in the President of the United States by section 106(a) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, 42 U.S.C. § 9606(a), as amended ("CERCLA"), and delegated to the Secretary of Agriculture by Executive Order 12580, as amended by Executive Order 13016, 61 Fed. Reg. 45871 (August 30, 1996).

2. This Order pertains to property at the Block P Mill Tailings Site, and described more particularly in Section III below, located in Cascade County, Montana (hereinafter the "Site"). This Order requires the Respondent, The Doe Run Resources Corporation, to conduct removal actions described herein to abate an imminent and substantial endangerment to the public health, welfare or the environment that may be presented by the actual or threatened release of hazardous substances at or from the Site.

3. The United States Department of Agriculture ("USDA"), Forest Service has notified the State of Montana of this action pursuant to section 106(a) of CERCLA, 42 U.S.C. § 9606(a).

II. PARTIES BOUND

4. This order applies to and is binding upon Respondent and Respondent's heirs, directors, officers, employees, agents, receivers, trustees, successors and assigns. Any change in ownership or corporate status of Respondent including, but not limited to, any transfer of assets or real or personal property shall in no way alter Respondent's responsibilities under this Order.

5. Respondent shall ensure that its contractors, subcontractors, and representatives receive a copy of this Order and comply with this Order. Respondent shall be responsible for any

noncompliance with this Order.

III. DEFINITIONS

6. Unless otherwise expressly provided herein, terms used in this Order which are defined in CERCLA or in regulations promulgated under CERCLA shall have the meaning assigned to them in CERCLA or in such regulations. Whenever terms listed below are used in this Order or in the attached appendices, the following definitions shall apply:

“CERCLA” shall mean the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C. §§ 9601, et seq.

“Day” shall mean a calendar day unless expressly stated to be a working day. “Working day” shall mean a day other than a Saturday, Sunday, or Federal holiday. In computing any period of time under this Order, where the last day would fall on a Saturday, Sunday, or Federal holiday, the period shall run until the close of business of the next working day.

“EPA” shall mean the United States Environmental Protection Agency and any successor departments or agencies of the United States.

“Forest Service” shall mean the United States Department of Agriculture, Forest Service and any successor departments or agencies of the United States.

“National Contingency Plan” or “NCP” shall mean the National Oil and Hazardous Substances Pollution Contingency Plan promulgated pursuant to Section 105 of CERCLA, 42 U.S.C. § 9605, codified at 40 C.F.R. Part 300, and any amendments thereto.

“Order” shall mean this Unilateral Administrative Order and all attached

appendices. In the event of conflict between this Order and any appendix, this Order shall control.

“Paragraph” shall mean a portion of this Order identified by an arabic numeral.

“RCRA” shall mean the Solid Waste Disposal Act, as amended by the Resource Conservation and Recovery Act, as further amended, 42 U.S.C.

§§ 6901, et seq.

“Removal Action” shall mean those activities to be undertaken by Doe Run to implement the Statement of Work and other plans approved by the USDA Forest Service.

“Section” shall mean a portion of this Order identified by a roman numeral.

“Site” shall mean the Block P Mill Tailings Site, located about 40 miles southeast of Great Falls, Montana. The Site is encompassed within the established boundaries of the Lewis & Clark National Forest and is in Cascade County, Montana. The Site is part of the larger Barker-Hughesville Mining District (“District”) placed on the National Priorities List in September 2001. The Site consists of two dis-continuous areas totaling 13 acres in the Galena Creek watershed. The legal description of the Site is Sections 13, and 23-24, T15N, R8E, Montana Principal Meridian. Most, but not all, of the Site is on National Forest System (“NFS”) land and is administered by the USDA Forest Service. The Site shall also include all real property to which hazardous substances have migrated.

“State” shall mean the State of Montana.

“Statement of Work” or “SOW” shall mean the Statement of Work that is

attached to this Order as Appendix A.

"USDA" shall mean the United States Department of Agriculture.

"Work" shall mean all activities Doe Run is required to perform under this Order.

IV. FINDINGS OF FACT

7. Lead-silver-zinc ore was discovered in the Barker-Hughesville Mining District in 1879.

8. St. Joseph Lead Co., a New York corporation ("St. Joseph"), acquired the Block P Mine in April, 1927, and it greatly expanded the mine at that time. For example, St. Joseph extended the shaft at the mine from 400 feet to 1,400 feet deep.

9. In 1928, St. Joseph constructed the Block P Mill, a 400 ton per day flotation mill, on the Site. The mill was located about 2 miles from the Block P Mine because more space was available than at the mine itself.

10. St. Joseph shipped the ore from the Block P Mine to the Block P Mill by a 10,250 foot long aerial tramway, and St. Joseph disposed of the tailings in one or more tailings impoundments constructed near the mill.

11. In 1929, St. Joseph produced 106,000 tons of ore that was processed at the Site, and the Site was the largest lead producer in Montana at that time.

12. St. Joseph closed the mill in September 1930 as a result of a decrease in ore prices during the Great Depression.

13. St. Joseph began operating the mill again from 1941 until 1943. The mill has not operated since 1943.

14. During its lifetime, the mill produced in excess of 140,000 cubic yards of tailings.

15. After the mill was closed, the tailings were left onsite, exposed to the weather. On one or more occasions before 1990, high water flows in Galena Creek and other streams at the Site caused the partial failure of the tailings impoundments, and large quantities of tailings were washed downstream.

16. One result of the past impoundment failures is that about 12,000 cubic yards of tailings have escaped both the upper and lower tailings impoundments and migrated down Galena Creek and Dry Fork Belt Creek, and without further response will continue to migrate downstream further onto NFS lands.

17. Some of these tailings have migrated from NFS lands onto private lands at the Site, and in the absence of further response actions will continue to do so.

18. The primary metals of concern at the Site are arsenic, cadmium, copper, lead, manganese, and zinc. Due to the high concentrations of these metals in the tailings, groundwater and surface water are both heavily contaminated, and high lead and zinc levels in Galena Creek have prevented any fish from surviving there.

19. St. Joseph was renamed St. Joseph Minerals Corp. on May 11, 1970.

20. On April 4, 1994, St. Joseph Minerals Corp. changed its name to The Doe Run Resources Corp. ("Doe Run").

21. In 1995, the USDA Forest Service conducted a time-critical removal action to repair a substantial tailings pond failure and to construct runoff and runoff controls at the Site.

22. On September 24, 1998, Doe Run entered into an administrative order on consent ("AOC") with the USDA Forest Service and EPA to perform the Engineering Evaluation/Cost Analysis ("EE/CA") for the Site, and it completed the EE/CA in June 2001.

23. The EE/CA prepared by Doe Run evaluated response action alternatives that included consolidation of the tailings and waste material onsite in the current upper tailings impoundment and then covering the impoundment with a low permeability geosynthetic clay (GCL) cover and an evapotranspiration (vegetated soil) cap made of natural materials (the "consolidation with GSL cover/evapotranspiration cap" alternative). This response action will require the movement of about 54,000 cubic yards of tailings.

24. On April 10, 2002, the USDA Forest Service and EPA Region 8 adopted the "consolidation with GSL cover/evapotranspiration cap" alternative as the selected response action in an Action Memorandum for the Site, but Doe Run has refused to enter into an AOC to implement the response action.

V. CONCLUSION OF LAW AND DETERMINATIONS

Based on the Findings of Fact set forth above, and the Administrative Record supporting this removal action, the USDA has determined that:

25. The Block P Mill Tailings Site is a "facility" as defined by section 101(9) of CERCLA, 42 U.S.C. § 9601(9).

26. The contaminants found at the Site, including arsenic, cadmium, copper, lead, manganese, and zinc, as identified in the Findings of Fact above, include "hazardous substances" as defined by section 101(14) of CERCLA, 42 U.S.C. § 9601(14).

27. The Respondent is a "person" as defined by section 101(21) of CERCLA, 42 U.S.C. § 9601(21).

28. The Respondent, The Doe Run Resources Corporation, is liable under section 107(a) of CERCLA, 42 U.S.C. § 9607(a). Respondent was the "owner" and "operator" of the

facility at the time of disposal of any hazardous substance described in this section at the facility, as defined by section 101(20) of CERCLA, 42 U.S.C. § 9601(20), and within the meaning of section 107(a)(2) of CERCLA, 42 U.S.C. § 9607(a)(2).

29. The conditions described in the Findings of Fact above constitute an actual or threatened "release" of a hazardous substance from the facility as defined by section 101(22) of CERCLA, 42 U.S.C. § 9601(22).

30. The conditions present at the Site constitute an imminent and substantial endangerment to public health, welfare, or the environment. In particular, unless further response actions are undertaken, there will continue to be further releases of tailings containing hazardous metals into the environment. These current and threatened releases are causing actual and potential exposures to nearby animals, including specifically the aquatic life in Galena Creek, from hazardous substances or pollutants or contaminants. These releases also cause actual or potential contamination of drinking water supplies.

31. The actual or threatened release of hazardous substances from the Site may present an imminent and substantial endangerment to the public health, welfare, or the environment within the meaning of section 106(a) of CERCLA, 42 U.S.C. § 9606(a).

32. The removal actions required by this Order are necessary to protect the public health, welfare, or the environment, and are not inconsistent with the NCP and CERCLA.

VI. ORDER

Based upon the foregoing Findings of Fact, Conclusions of Law, Determinations, and the Administrative Record for this Site, the USDA hereby orders that Respondent comply with the following provisions, including but not limited to all appendices to this Order, all documents

incorporated by reference into this Order, and all schedules and deadlines in this Order, attached to this Order, or incorporated by reference into this Order, and perform the following actions:

33. NOTICE OF INTENT TO COMPLY. Respondent shall notify the USDA in writing within ten (10) working days after the Effective Date of this Order, as specified in Section XVIII, of Respondent's irrevocable intent to comply with this Order. Failure of Respondent to provide such notification within this time period shall be a violation of this Order by Respondent.

34. DESIGNATION OF CONTRACTOR, PROJECT COORDINATOR, AND ON-SCENE COORDINATOR.

34.1. CONTRACTOR. Respondent shall perform the removal action itself or retain a contractor to perform the removal action. Respondent shall notify the USDA of Respondent's qualifications or the name and qualifications of such contractor within twenty-one (21) working days of the effective date of this Order. Respondent shall also notify the USDA of the name and qualifications of any other contractor(s) or subcontractor(s) retained to perform the removal action under this Order at least twenty-one (21) days prior to commencement of such removal action. The USDA retains the right to disapprove of any, or all, of the contractors and/or subcontractors retained by the Respondent, or of Respondent's choice of itself (themselves) to do the removal action. If the USDA disapproves of a selected contractor of Respondent, Respondent shall retain a different contractor or notify the USDA that it will perform the removal action itself within twenty-one (21) working days following the USDA's disapproval and shall notify the USDA of that contractor's name or Respondent's name and qualifications within 21 working days of the USDA's disapproval.

34.2. PROJECT COORDINATOR. Within thirty (30) days after the effective date of this Order, the Respondent shall designate a Project Coordinator who shall be responsible for administration of all the Respondent's actions required by the Order. Respondent shall submit the designated coordinator's name, address, telephone number, and qualifications to the USDA. To the greatest extent possible, the Project Coordinator shall be present on site or readily available during site work. The USDA retains the right to disapprove of any Project Coordinator named by the Respondent. If the USDA disapproves of a selected Project Coordinator, Respondent shall retain a different Project Coordinator and shall notify the USDA of that person's name and qualifications within twenty-one (21) working days following the USDA's disapproval. Receipt by Respondent's Project Coordinator of any notice or communication from the USDA relating to this Order shall constitute receipt by Respondent.

34.3. ON-SCENE COORDINATOR. The USDA has designated Robin Strathy as its On-Scene Coordinator (OSC). Respondent shall direct all submissions required by this Order to the OSC at:

Robin Strathy
USDA Forest Service
Lewis & Clark National Forest
P.O. Box 869
1101 15th Street North
Great Falls, MT 59403
406-791-7726

35. WORK TO BE PERFORMED. Doe Run will be required to consolidate the tailings and waste material onsite in the current upper tailings impoundment and then cover the impoundment with a GCL cover and evapotranspiration cap made of natural materials. This

response action will require the movement of about 54,000 cubic yards of tailings. Doe Run will also provide a long-term operation, monitoring, and maintenance plan in accordance with the SOW. Respondent shall perform, at a minimum, all removal actions as set forth in the Statement of Work (SOW) and attached as Appendix A to this Order, including:

35.1. WORK PLAN AND IMPLEMENTATION. Within thirty (30) days after the Effective Date of this Order, Respondent shall submit a Work Plan for USDA approval. The USDA may approve, disapprove, require revisions to, or modify the draft Work Plan submitted. If the USDA requires revisions, Respondent shall submit a revised draft Work Plan within fourteen (14) days of receipt of the USDA's notification of the required revisions. Unless otherwise specified in this Order, or unless Respondent is prevented from proceeding by a force majeure event such as adverse weather, Respondent shall implement the schedule in the Work Plan upon final approval in writing of the Work Plan by USDA. Once Respondent has commenced work, it shall diligently proceed with the completion of its work without unnecessary delays. Once approved, or approved with modifications, the Work Plan, the schedule, and any subsequent modifications shall be fully enforceable under this Order. Respondent shall notify the USDA at least forty-eight (48) hours prior to performing any on-site work pursuant to any portion of the USDA's approved Work Plan. Respondent shall not commence or undertake any removal actions at the Site without the USDA's prior approval.

35.2. PRE-DESIGN SAMPLING AND ANALYSIS PLAN. Within thirty (30) days after the effective date of this Order, the Respondent shall submit to the USDA for approval a Pre-Design Sampling and Analysis Plan, for performing the removal action set forth above. The draft Pre-Design Sampling and Analysis Plan shall conform to the requirements of the SOW and

may be submitted as part of the Work Plan described above.

35.3. QUALITY ASSURANCE/QUALITY CONTROL PLAN. Within thirty (30) days after the effective date of this Order, the Respondent shall submit for the USDA's review a Quality Assurance/Quality Control Plan, to ensure the quality of all sampling and analysis performed under the SOW. The draft Quality Assurance/Quality Control Plan shall conform to the requirements of the SOW and may be submitted as part of the Work Plan described above. All sampling and analyses performed pursuant to this Order shall conform to the USDA's direction, approval, and guidance regarding sampling, quality assurance/quality control ("QA/QC"), data validation, and chain of custody procedures. Respondent shall ensure that the laboratory used to perform the analyses participates in a QA/QC program that complies with the appropriate USDA or EPA guidance. Respondent shall follow the following documents as appropriate as guidance for QA/QC and sampling: "Quality Assurance/Quality Control Guidance for Removal Activities: Sampling QA/QC Plan and Data Validation Procedures," OSWER Directive Number 9360.4-01; "Environmental Response Team Standard Operating Procedures," OSWER Directive Numbers 9360.4-02 through 9360.4-08; and the Representative Sampling Guidance for soil, air, ecology, waste, and water as this information becomes finalized and available. Upon request by the USDA, Respondent shall have such a laboratory analyze samples submitted by the USDA for quality-assurance monitoring. Respondent shall provide to the USDA the quality assurance/quality control procedures followed by all sampling teams and laboratories performing data collection and/or analysis. Upon request by the USDA, Respondent shall allow the USDA or its authorized representatives to take split and/or duplicate samples of any samples collected by Respondent while performing actions under this Order. Respondent

shall notify the USDA not less than 10 days in advance of any sample collection activity. The USDA shall have the right to take any additional samples that it deems necessary.

35.4. PROJECT DESIGN & MANAGEMENT PLAN. Respondent shall submit to the USDA for approval a Project Design & Management Plan, to analyze the pre-design sampling and provide a description of, and an expeditious schedule for, the action required by this Order. The draft Project Design & Management Plan shall conform to the requirements of the SOW and shall be submitted in accordance with the approved Work Plan Schedule.

35.5. PROJECT HEALTH & SAFETY PLAN. Within thirty (30) days after the effective date of this Order, the Respondent shall submit to the USDA a Project Health & Safety Plan that ensures the protection of the public health and safety during performance of on-site work under this Order. The Project Health & Safety Plan shall conform to the requirements of the SOW. This plan shall be prepared in accordance with EPA's Standard Operating Safety Guide, (November 1984, updated July 1988). In addition, the plan shall comply with all current applicable Occupational Safety and Health Administration ("OSHA") regulations, Hazardous Waste Operations and Emergency Response, found at 29 C.F.R. Part 1910. The plan shall also include contingency planning, including a spill containment control plan. Respondent shall implement the plan during the pendency of the removal action.

35.6. REPORTING. Respondent shall submit a written progress report to the USDA concerning actions undertaken pursuant to this Order every thirtieth (30th) day after the date of receipt of the USDA's approval of the Work Plan until termination of this Order, unless otherwise directed by the OSC (in writing). These reports shall describe all significant developments during the preceding period, including the actions performed and any problems

encountered, analytical data received during the reporting period, and the developments anticipated during the next reporting period, including a schedule of work to be performed, anticipated problems, and planned resolutions of past or anticipated problems.

35.7. FINAL REPORT. Within sixty (60) days after completion of all removal actions required under this Order, the Respondent shall submit for the USDA's review and approval a final report summarizing the actions taken to comply with this Order. The final report shall conform, at a minimum, with the requirements set forth in Section 300.165 of the NCP entitled "OSC Reports" and with OSWER Directive No. 9360.3-03 entitled "Removal Response Reporting." The final report shall include a good faith estimate of total costs or statement of actual costs incurred in complying with the Order, a listing of quantities and types of materials removed, a discussion of removal and disposal options considered for those materials, a listing of the ultimate destinations of those materials, a presentation of the analytical results of all sampling and analyses performed, and accompanying appendices containing all relevant documentation generated during the removal action (e.g., manifests, invoices, bills, contracts, and permits). The final report shall also include the following certification signed by a person who supervised or directed the preparation of that report:

"Under penalty of law, I certify that to the best of my knowledge, after appropriate inquiries of all relevant persons involved in the preparation of the report, the information submitted is true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations."

35.8. LONG TERM OPERATION, MAINTENANCE AND MONITORING PLAN.

Within sixty (60) days after completion of all removal actions required under this Order, the Respondent shall submit for the USDA's review and comment a draft Long Term Operation, Maintenance and Monitoring Plan that ensures the protection of the long-term protection of the public health and safety following the performance of on-site work under this Order. The draft Long Term Operation, Maintenance and Monitoring Plan shall conform to the requirements of the SOW. Respondent shall implement the portion of the Long Term Operation, Maintenance and Monitoring Plan as finally approved in writing by the USDA in accordance with the schedule approved by the USDA.

36. ACCESS TO PROPERTY AND INFORMATION. Respondent shall provide and/or obtain access to the Site and off- site areas to which access is necessary to implement this order.

36.1. Respondent shall provide access to all records and documentation related to the conditions at the Site and the action conducted pursuant to this Order. Such access shall be provided to USDA employees, contractors, agents, consultants, designees, representatives, and State of Montana representatives. These individuals shall be permitted to move freely at the Site and appropriate off-site areas in order to conduct actions which the USDA determines to be necessary. Respondent shall submit to the USDA, upon receipt, the results of all sampling or tests and all other data generated by Respondent or its contractor(s), or on the Respondent's behalf during implementation of this Order.

36.2. Where action under this Order is to be performed in areas owned by or in possession of someone other than Respondent, Respondent shall use its best efforts to obtain all

necessary access agreements within thirty (30) days after the effective date of this Order, or as otherwise specified in writing by the OSC. Respondent shall immediately notify the USDA if after using its best efforts (it is/they are) unable to obtain such agreements. Respondent shall describe in writing its effort(s) to obtain access. The USDA may then assist Respondent in gaining access, to the extent necessary to effectuate the removal actions described herein, using such means as the USDA deems appropriate. The USDA reserves the right to seek reimbursement from Respondent for all costs and attorney's fees incurred by the United States in obtaining access for Respondent.

37. RECORD RETENTION, DOCUMENTATION, AVAILABILITY OF INFORMATION. Respondent shall preserve all documents and information relating to work performed under this Order, or relating to the hazardous substances found on or released from the Site, for ten (10) years following completion of the removal actions required by this Order. At the end of this ten year period and thirty (30) days before any document or information is destroyed, Respondent shall notify the USDA that such documents and information are available to the USDA for inspection, and upon request, shall provide the originals or copies of such documents and information to the USDA. In addition, Respondent shall provide documents and information retained under this Section at any time before expiration of the ten (10) year period at the written request of the USDA.

37.1. Respondent may assert a business confidentiality claim pursuant to 40 C.F.R. § 2.203(b) with respect to part or all of any information submitted to the USDA pursuant to this Order, provided such claim is allowed by section 104(e)(7) of CERCLA, 42 U.S.C. § 9604(e)(7). Analytical and other data specified in section 104(e)(7)(F) of CERCLA shall not be claimed as

confidential by the Respondent. The USDA shall only disclose information covered by a business confidentiality claim to the extent permitted by, and by means of the procedures set forth at, 40 C.F.R. Part 2, Subpart B. If no such claim accompanies the information when it is received by the USDA, it may make it available to the public without further notice to Respondent.

37.2. Respondent shall maintain a running log of privileged documents on a document-by-document basis, containing the date, author(s), addressee(s), subject, the privilege or grounds claimed (e.g., attorney work product, attorney-client), and the factual basis for assertion of the privilege. Respondent shall keep the "privilege log" on file and available for inspection. The USDA may at any time challenge claims of privilege through negotiations or otherwise as provided by law or the Federal Rules of Civil Procedure.

38. OFF-SITE SHIPMENTS. All hazardous substances, pollutants or contaminants removed off-site pursuant to this Order for treatment, storage, or disposal shall be treated, stored, or disposed of at a facility in compliance, as determined by the USDA, with 42 U.S.C. § 9621(d)(3) and 40 C.F.R. § 300.440. EPA Regional Offices will provide information on the acceptability of a facility under section 121(d)(3) of CERCLA and 40 C.F.R. § 300.440.

39. COMPLIANCE WITH OTHER LAWS. Respondent shall perform all actions required pursuant to this Order in accordance with all applicable local, state, and federal laws and regulations except as provided in CERCLA section 121(e) and 40 C.F.R. § 300.415(i). In accordance with 40 C.F.R. § 300.415(i), all on-site actions required pursuant to this Order shall, to the extent practicable, as determined by the USDA, considering the exigencies of the situation, attain applicable or relevant and appropriate requirements ("ARARs") under federal

environmental, state environmental, or facility siting laws. (See "The Superfund Removal Procedures for Consideration of ARARs During Removal Actions," OSWER Directive No. 9360.3-02, August 1991). Respondent shall identify ARARs in the Work Plan subject to the USDA's approval.

40. EMERGENCY RESPONSE AND NOTIFICATION OF RELEASE. If any incidents, or change in site conditions, during the actions conducted pursuant to this Order causes or threatens to cause an additional release of hazardous substances from the Site or an endangerment to the public health, welfare, or the environment, the Respondent shall immediately take all appropriate action. The Respondent shall take these actions in accordance with all applicable provisions of this Order, including, but not limited to the Health and Safety Plan, in order to prevent, abate or minimize such release or endangerment caused or threatened by the release. Respondent shall also immediately notify the OSC or, in the event of his/her unavailability, shall notify the USDA Forest Service Regional Environmental Engineer in the appropriate Regional Office of the incident or site conditions. If Respondent fail(s) to take action, then the USDA may respond to the release or endangerment and reserve the right to pursue cost recovery.

In addition, in the event of any release of a hazardous substance, Respondent shall immediately notify the USDA's OSC at 406-791-7726 and the National Response Center at telephone number 800-424-8802. Respondent shall submit a written report to the USDA within seven (7) days after each release, setting forth the events that occurred and the measures taken or to be taken to mitigate any release or endangerment caused or threatened by the release and to prevent the reoccurrence of such a release. This reporting requirement is in addition to, not in

lieu of, reporting under CERCLA section 103(c) and section 304 of the Emergency Planning and Community Right-To-Know Act of 1986, 42 U.S.C. § 11004.

VII. AUTHORITY OF THE USDA ON-SCENE COORDINATOR

41. The OSC shall be responsible for overseeing the proper and complete implementation of this Order. The OSC shall have the authority vested in an OSC by the NCP, 40 C.F.R. § 300.120, including the authority to halt, conduct, or direct any action required by this Order, or to direct any other removal action undertaken by the USDA or Respondent at the Site. Absence of the OSC from the Site shall not be cause for stoppage of work unless specifically directed by the OSC.

42. The USDA and Respondent shall have the right to change their designated OSC or Project Coordinator. The USDA shall notify the Respondent, and Respondent shall notify the USDA at least seven (7) days before such a change is made. Notification may initially be made orally, but shall be followed promptly by written notice.

VIII. ENFORCEMENT: PENALTIES FOR NONCOMPLIANCE

43. Violation of any provision of this Order may subject Respondent to civil penalties of not more than twenty-seven thousand five hundred dollars (\$27,500) per violation per day, as provided in section 106(b)(1) of CERCLA, 42 U.S.C. § 9606(b)(1). Should Respondent violate this Order or any portion hereof, the USDA may carry out the required actions unilaterally, pursuant to section 104 of CERCLA, 42 U.S.C. § 9604, and/or may seek judicial enforcement of this Order pursuant to section 106 of CERCLA, 42 U.S.C. § 9606.

IX. RESERVATION OF RIGHTS

44. Except as specifically provided in this Order, nothing herein shall limit the power and authority of the USDA or the United States to take, direct, or order all actions necessary to protect public health, welfare, or the environment or to prevent, abate, or minimize an actual or threatened release of hazardous substances, pollutants or contaminants, or hazardous or solid waste on, at, or from the Site. Further, nothing herein shall prevent the USDA from seeking legal or equitable relief to enforce the terms of this Order, from taking other legal or equitable action as it deems appropriate and necessary, or from requiring the Respondent in the future to perform additional activities pursuant to CERCLA or any other applicable law. The USDA reserves the right to bring an action against Respondent under section 107 of CERCLA, 42 U.S.C. § 9607, for recovery of any response costs incurred by the United States related to this Order or the Site and not reimbursed by Respondent.

X. OTHER CLAIMS

45. By issuance of this Order, the United States and the USDA assume no liability for injuries or damages to persons or property resulting from any acts or omissions of Respondent. The United States or the USDA shall not be deemed a party to any contract entered into by the Respondent or its directors, officers, employees, agents, successors, representatives, assigns, contractors, or consultants in carrying out actions pursuant to this Order.

46. This Order does not constitute a pre-authorization of funds under section 111(a)(2) of CERCLA, 42 U.S.C. § 9611(a)(2).

47. Nothing in this Order shall constitute a satisfaction of or release from any claim or cause of action against the Respondent or any person not a party to this Order, for any liability

such person may have under CERCLA, other statutes, or the common law, including but not limited to any claims of the United States for costs, damages and interest under sections 106(a) and 107(a) of CERCLA, 42 U.S.C. §§ 9606(a) and 9607(a).

XI. MODIFICATIONS

48. Modifications to any plan or schedule may be made in writing by the OSC or at the OSC's oral direction. If the OSC makes an oral modification, it will be memorialized in writing within fourteen (14) days; provided, however, that the effective date of the modification shall be the date of the OSC's oral direction. The rest of the Order, or any other portion of the Order may only be modified in writing by signature of the Chief of the USDA Forest Service and the Director of the USDA Office of Procurement and Property Management.

49. If Respondent seeks permission to deviate from any approved plan or schedule (or Statement of Work), Respondent's Project Coordinator shall submit a written request to the USDA for approval outlining the proposed modification and its basis.

50. No informal advice, guidance, suggestion, or comment by the USDA regarding reports, plans, specifications, schedules, or any other writing submitted by the Respondent shall relieve the Respondent of its obligation to obtain such formal approval as may be required by this Order, and to comply with all requirements of this Order unless it is formally modified.

XII. NOTICE OF COMPLETION

51. When the USDA determines, after its review of the Final Report, that all removal actions have been fully performed in accordance with this Order, with the exception of any continuing obligations required by this Order, including retention of records, the USDA will provide notice to the Respondent. If the USDA determines that any removal actions have not

been completed in accordance with this Order, the USDA will notify the Respondent, provide a list of the deficiencies, and require that Respondent modify the Work Plan to correct such deficiencies. The Respondent shall implement the modified and approved Work Plan and shall submit a modified Final Report in accordance with the USDA's notice. Failure by Respondent to implement the approved modified Work Plan shall be a violation of this Order.

XIII. ACCESS TO ADMINISTRATIVE RECORD

52. The Administrative Record supporting these removal actions is available for review at the office of the OSC.

XIV. OPPORTUNITY TO CONFER

53. Within ten (10) business days after the Effective Date of this Order, Respondent may request a conference with the USDA. Any such conference shall be held within thirty (30) days after the effective date unless extended by agreement of the parties. At any conference held pursuant to the request, Respondent may appear in person or be represented by an attorney or other representative.

54. If a conference is held, Respondent may present any information, arguments or comments regarding this Order. Regardless of whether a conference is held, Respondent may submit any information, arguments or comments in writing to the USDA within fourteen (14) days following the conference, or within twenty-one (21) days following issuance of the Order if no conference is requested. This conference is not an evidentiary hearing, does not constitute a proceeding to challenge this Order, and does not give Respondent a right to seek review of this Order. Requests for a conference, or any written submittal under this Paragraph, shall be directed to Michael R. Hope, Attorney, USDA-OGC, Suite 309, 740 Simms St., Golden, CO 80401;

Phone: (303) 275-5545; Fax: (303) 275-5557.

XV. INSURANCE

55. At least fourteen (14) days prior to commencing any on-site work under this Order, the Respondent shall secure, and shall maintain for the duration of this Order, comprehensive general liability insurance and automobile insurance with limits of 2.5 million dollars, combined single limit. Within the same time period, the Respondent shall provide the USDA with certificates of such insurance and a copy of each insurance policy. If the Respondent demonstrates by evidence satisfactory to the USDA that any contractor or subcontractor maintains insurance equivalent to that described above, or insurance covering the same risks but in a lesser amount, then the Respondent need provide only that portion of the insurance described above which is not maintained by such contractor or subcontractor.

XVI. ADDITIONAL REMOVAL ACTIONS

56. If the USDA determines that additional removal actions not included in an approved plan are necessary to protect public health, welfare, or the environment, the USDA will notify Respondent of that determination. Unless otherwise stated by the USDA, within thirty (30) days of receipt of notice from the USDA that additional removal actions are necessary to protect public health, welfare, or the environment, Respondent shall submit for approval by the USDA of a Work Plan for the additional removal actions. The plan shall conform to any and all applicable requirements of this Order. Upon the USDA's approval of the plan, Respondent shall implement the plan for additional removal actions in accordance with the provisions and schedule contained therein. This Section does not alter or diminish the OSC's authority to make oral modifications to any plan or schedule pursuant to Section XI.

XVII. SEVERABILITY

57. If a court issues an order that invalidates any provision of this Order or finds that Respondent has sufficient cause not to comply with one or more provisions of this Order, Respondent shall remain bound to comply with all provisions of this Order not invalidated or determined to be subject to a sufficient cause defense by the court's order.

XVIII. EFFECTIVE DATE

58. This Order shall be effective ten (10) working days after the date that USDA notifies Respondent, in writing, that EPA has concurred with the issuance of this Order, unless a conference is requested as provided herein. If a conference is requested, this Order shall be effective on the second (2nd) day following the day of the conference unless modified, in writing, by USDA.

IT IS SO ORDERED

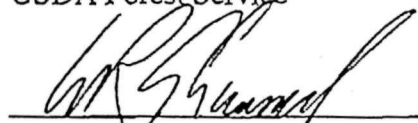
By:


Dale N. Bosworth
Chief
USDA Forest Service

Date:

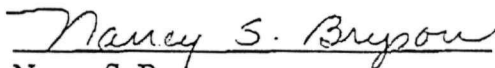
12/1/03

By:


W.R. Ashworth
Director
Office of Procurement and Property
Management

Date:

12-3-03Concurrence:


Nancy S. Bryson
General Counsel

Date:

12/3/03

FEB 25 2004

MONTANA OFFICE

**APPENDIX A
STATEMENT OF WORK
BLOCK P MILL TAILINGS SITE
UNILATERAL ADMINISTRATIVE ORDER**

Proposed Action Description:

The purpose of this Statement of Work (SOW) is to describe the Work to be performed by Respondent, The Doe Run Resources Corporation, under the terms of the Unilateral Administrative Order issued by the United States Department of Agriculture (USDA) in the Matter of: Block P Mill Tailings Site, Cascade County, Montana. The Site is encompassed within the external boundaries of the Lewis & Clark National Forest and is part of the larger Barker-Hughesville Mining District placed on the National Priorities List in September 2001. Because the majority of the Site is located on National Forest System lands, the USDA Forest Service has been designated the lead Federal agency for the Site. In June 2001, Doe Run completed the Engineering Evaluation/Cost Analysis (EE/CA) for the Site under the terms of an Administrative Order on Consent (AOC) with the USDA Forest Service and the United States Environmental Protection Agency (EPA). The EE/CA evaluated response action alternatives that included consolidation of the tailings and waste material onsite in the current upper tailings impoundment and then covering the impoundment with a low permeability geosynthetic clay liner (GCL) under an evapotranspiration (vegetated soil) cap made of natural materials (the "consolidation with GCL/evapotranspiration cap" alternative). The "consolidation with GCL/evapotranspiration cap" alternative was selected as the remedy in an April 2002 Action Memorandum signed by the USDA Forest Service and EPA.

In accordance with the April 2002 Action Memorandum, the Removal Action selected for this Site is consolidation of mill tailings and mine waste materials onsite in the area of the upper tailings basin. Mill tailings and contaminated soils will be removed from the other locations within the Site and placed on top of the existing tailings in the upper impoundment. This consolidation will make use of the natural advantages of the existing upper tailings basin location; the existing surface water diversion on the uphill side of the basin; height above groundwater, nature of the underlying bedrock; height above existing flood plain; favorable slope conditions; current land use; and cost-effective proximity. The on-site consolidated pile will be designed to isolate the wastes using a low permeability geosynthetic clay liner (GCL) beneath a capillary barrier/drainage layer. An evapotranspiration cap (vegetated soil) will reduce the overall percolation reaching the barrier layers.

The selected Removal Action is described below and in more detail in the EE/CA and Action Memorandum.

Table 9 from page 19 of the signed April 2002 Action Memorandum Tailings Locations to be Excavated for Consolidation into Upper Tailings Basin Block P Mill Tailings Site	
Location	Volume (cubic yards)
Lower Tailings Basin	40,000
Migrated Tailings	2,000
Bender Creek Streamside Deposits	10,500
Block P Mill Foundation Wastes	<1,000
TOTALS:	53,500

Consolidation of wastes into the consolidated pile will involve the following:

- ✓ Excavation of some upper mill tailings and mill foundation wastes, all lower basin tailings, all migrated tailings (including the area upstream of Forest Road #120 to Stanford and the area between Road #120 and Dry Fork Belt Creek); streamside tailings along Galena Creek, from its junction with Dry Fork Belt Creek upstream to the mill site; and the Bender Creek streamside tailings;
- ✓ Transport of excavated tailings and soils to the upper basin for engineered placement;
- ✓ Compaction of the upper portion of final tailings and emplacement of a GCL cap;
- ✓ Placement of drainage layer and cover soil layer;
- ✓ Recontouring and revegetation of disturbed areas and final grading of consolidated tailings cover to a 4:1 slope;
- ✓ Soils underlying tailing excavation areas, which have metal concentrations in excess of cleanup guidelines, will either be excavated (and a determination will be made as to need to backfill the removal areas with suitable cover soils), or amended in place with lime;

- ✓ Reestablishment of a natural drainage channel for Bender Creek from the culvert to its confluence with Dry Fork Belt Creek;
- ✓ Reestablishment of a natural drainage channel for the area upslope of the upper basin and other general Site drainage improvements;
- ✓ Any constructed access to the Bender Creek streamside tailings Site will be reclaimed following completion of the work;
- ✓ Appropriate administrative or institutional controls;
- ✓ Monitoring and maintenance tasks as necessary to ensure objectives are met.

The consolidated tailings will be placed, compacted, and capped with an engineered cover consisting of a GCL cap, a drainage layer, and cover soils to a depth capable of supporting vegetation. Removal action objectives are to reduce long-term maintenance requirements for the expected life of the soil cover. Therefore, the soil cover should ensure adequate rooting depth for vegetation that will be planted, or may naturally establish, on the Site, and prevent any root growth from compromising the integrity of the drainage layer and GCL. Sufficient rooting depths are required for the establishment of lodgepole pine and other woody plants that could be expected to reestablish on the Site; recommendations provided during review of draft versions of the EE/CA suggested a 42" rooting zone for lodgepole pine. For this reason, Doe Run's engineering design based on Alternative 3 will evaluate the cost effectiveness of two options for protecting the drainage layer and GCL. The two options under consideration are long term maintenance to keep woody plants from establishing in the 24 inch soil cover, or the construction of a deeper soil cover to accommodate the woody plants without damage to the drainage layer and GCL.

Work To Be Performed:

This SOW provides the elements to be included in the Respondent's planning documentation and summary reporting process; specifically, the Work Plan and subordinate primary documents (Pre-Design Sampling & Analysis Plan, Quality Assurance/Quality Control Plan, Project Design & Management Plan, Project Health & Safety Plan, Final Removal Action Report, and Long-term Operation, Monitoring, and Maintenance (LTOMM) Program Plan). The Respondent shall clearly document:

- (1) the scope, goals, means and schedule of the removal action and LTOMM Work to be performed;

- (2) the coordination, reporting and approval process to be used with the USDA Forest Service;
- (3) the protocol, standards and quality assurance/quality control required to attain specified analyses, materials, construction, operations, health and safety, and controls; and
- (4) controls and systems to be established and recommended courses of action to deal with likely foreseeable contingencies during the removal action and subsequent LTOMM.

Any draft final Work Plan or primary document shall incorporate all Agency comments provided and can be immediately approved. The Work Plan and primary documents shall be provided to the USDA Forest Service as both hardcopy and electronic (Word 2000 and AutoCAD 2000) formats. All pages and figures shall include the project name, date, document, version (i.e., draft, final) and page or appendix number, other than design drawings.

WORK PLAN: The Respondent's Work Plan serves as the summary overview guiding the Work to be performed, the planning and reporting supporting that work, and the means and schedules for generating the primary document submittals and the major work elements. This document shall be suitable to provide the Agencies and public with:

- (1) the objectives of the removal action and long-term operation, maintenance and monitoring (LTOMM) program;
- (2) the interface with the public including the solicitation and screening of their concerns prior to and during performance of the work, and the method(s) to address those concerns; and
- (3) USDA Forest Service coordination and reporting, and the approval process. In addition, the Work Plan shall provide a high-level road map of the entire scope of Work that will be detailed in the primary documents:
 - Identification of design data gaps and the means to address them;
 - Integrated plans (primary documents) and submittal schedule;
 - Mobilization, staging and temporary facility requirements;
 - Site and traffic controls;
 - Work performance and schedule;

- Removal Action project closeout including punchlist process, reporting and warranties;
- Objectives and implementation of the (LTOMM) program; and
- Planning for likely foreseeable removal action and LTOMM contingencies.

PRIMARY DOCUMENTS: The Respondent's six (6) Primary Documents constituting the Work Plan are intended to provide an integrated means to document for USDA Forest Service approval the specific plans, supplied in a progressing sequence, to implement the major task objectives of pre-design, removal action design and management, health and safety, final removal action reporting, and the development of a LTOMM Plan.

1. **Pre-Design Sampling & Analysis Plan:** The Respondent's Pre-Design Plan shall be an appendix to the September 1998 Revised Field Sampling Analysis Plan and shall address the depths and extents of the numerous locations of migrated tailings and any secondary source soils exceeding the action levels for lead and arsenic specified in the April 2002 Action Memorandum existing at the stream, peripheral properties and lower tailings impoundment. The primary purpose of this pre-design task is not to determine quantities that will be excavated, but rather to document the extent that removal action will require:

- (1) incorporation into the Design and Management Plan for such requirements as excavation dewatering or any interim stream diversion, sediment control, and equipment access, stream crossings and connection(s) to the County road;
- (2) development of an acceptable protocol for quick and reliable confirmational field sampling of any clean soil location that is saturated, possibly below the water surface, to expedite rapid backfilling; and
- (3) sufficient knowledge of the depths and extents of the materials exceeding the action levels for lead and arsenic to provide a defensible rationale for leaving di minimus quantities that exist as thin surface or buried layers and lenses. The sampling will be especially thorough at any location below the water table, including under the road adjacent to the lower tailings impoundment.

2. **Quality Assurance/Quality Control Plan:** At the same time that Respondent submits its Sampling and Analysis Plan, Respondent shall submit its Quality Assurance/Quality Control (QA/QC) Plan for USDA Forest Service review and comment, to ensure the quality of all sampling and analysis performed under this SOW. All sampling and analyses performed shall conform to the USDA's

direction, approval, and guidance regarding sampling, QA/QC, data validation, and chain of custody procedures. Respondent shall ensure that the laboratory used to perform the analyses participates in a QA/QC program that complies with the appropriate USDA or EPA guidance. Respondent shall follow the following documents as appropriate as guidance for QA/QC and sampling:

- "Quality Assurance/Quality Control Guidance for Removal Activities: Sampling QA/QC Plan and Data Validation Procedures," OSWER Directive Number 9360.4-01;
- "Environmental Response Team Standard Operating Procedures," OSWER Directive Numbers 9360.4-02 through 9360.4-08; and
- the Representative Sampling Guidance for soil, air, ecology, waste, and water, as this information becomes finalized and available.

Upon request by the USDA, Respondent shall have such a laboratory analyze samples submitted by the USDA for quality-assurance monitoring. Respondent shall provide to the USDA the quality assurance/quality control procedures followed by all sampling teams and laboratories performing data collection and/or analysis. Upon request by the USDA, Respondent shall allow the USDA or its authorized representatives to take split and/or duplicate samples of any samples collected by Respondent while performing actions under this Order. Respondent shall notify the USDA not less than 10 days in advance of any sample collection activity. The USDA shall have the right to take any additional samples that it deems necessary.

3. **Project Design & Management Plan:** The completed design drawings will be signed by a professional engineer licensed in the State of Montana. The Project Design & Management Plan shall present;

- (1) the results of pre-design sampling and any rationale for leaving de minimus quantities of contaminated materials in place; and
- (2) the means, schedule, sequencing and coordination of the removal activities.

Removal action elements to be addressed in the Project Design & Management Plan include:

- Mobilization
- Site Control for excavation, haul and placement locations
 - Security
 - Public fences, barriers, postings, etc.
 - Wildlife and livestock

- Traffic plan, flagging, closures, etc.
 - Construction activities
 - Public thoroughfare
 - Fire protection
 - Dust suppression
 - Lights, etc. if working during dusk/darkness
 - Hazardous Materials management and disposal
 - Fuels/oils/lubricants, solvents, cleaners
 - Spill control and countermeasures plan
- Facilities
 - Office trailer, maintenance, equipment staging
 - Toilets, lunchrooms, washing, etc.
 - Waste segregation, clean stockpile for backfill, etc.
- Proposed excavations
 - Means and sequence
 - Access
 - Substantive requirements of 404 permits, Montana 124 permit, etc.
 - Engineered dewatering excavation areas and/or rerouting creek
 - Erosion/sediment control
 - Cross contamination, storm spread, etc
 - Confirmatory sampling
 - Combination field and lab
 - Agency notification
 - Approval process before backfilling
- Tailings haul
 - Equipment, schedule
 - Staging area, turnouts
 - Decontamination (dirty or clean haul on public road)
 - Wash facilities, catchments, and disposal
 - Engineered connections to public roads
 - Vehicle Inspections, operator certifications, maintenance, fueling, etc
- Backfilling excavation
 - Material(s) source, characteristics
 - Equipment, etc.
 - Placement, contouring, riprap
 - Reconstructed stream profile, banks, pools, boulders, etc.
 - Vegetation (75% viability over 90% of area within 2 years)
 - Quality Assurance
- Tailings placement
 - Means and sequence
 - Access
 - Segregation
 - Boulders, wood, water
 - Staging (temporary or seasonal)
 - Liner and covers, evaporation ponds, erosion control, wind protection

- Cover Construction
 - Material sources, inspection/Quality Control (QC)
 - Placement
 - Equipment, lifts, seals, specialists, etc.
 - Surveys, Quality Assurance (QA)
 - Grade, drainage channels, armor, etc.
 - Vegetation (QA for 75% viability over 90% of area)
- Final fences, signs
- Demobilization

4. **Project Health & Safety Plan (PHSP):** The Respondent's Project Health and Safety Plan shall be consistently applied to all site workers (contractors, subcontractors, and vendors) either by adoption of the Respondent's plan, or at their discretion, by contractual flowdown of the requirements with their agreement to develop a consistent plan that will be reviewed and approved by the Respondent. As well, the PHSP will stipulate that all approved visitors (Agency representatives, QA Inspectors, etc) must sign a release that they have been briefed on the site activities and hazards for the day, and that they will abide by the training and personal protective equipment (PPE) required for site workers as specified in the Respondent's plan. The Respondent shall maintain the record of signed visitor releases. The PHSP will conform to 29 C.F.R. Sections 1926 & 1910.120 and specify:

- Work regimes & breaks, hazard ID
- Training and certification
- Control areas
 - Worker barriers, postings, decontamination, etc.
- Emergencies
 - Evacuation, injury, weather
 - Hazard communication, stop work, etc.

5. **Final Removal Action Report:** The Removal Action Report shall include:

- All as-built drawings;
- A good faith estimate of total costs or a statement of actual costs incurred in complying with this UAO;
- A listing of quantities and types of materials removed off-site or handled on-site;
- A discussion of removal and disposal options considered for those materials;

- A listing of the ultimate destination of those materials including any de minimus quantities of contaminated materials left in place at the streamside, peripheral properties and lower tailings impoundment;
- A presentation of the analytical results of all sampling and analyses performed; and
- Accompanying appendices containing all relevant documentation generated during the removal action (e.g., manifests, invoices, bills, contracts, and permits, warranties).

6. Long-term Operation, Maintenance and Monitoring Program Plan:

The LTOMM Program Plan shall set forth the program objectives, means, protocol, reporting, and contingency planning, including:

- Points of contact, responsibilities;
- Duration;
- Site control
 - Fences, postings, etc.
- Monitoring
 - Surface
 - Site controls, erosion, cover failure, vegetation
 - Surface Water
 - Monitoring well locations, sampling suites and protocols, frequency & analytic methods
 - Groundwater
 - Monitoring well locations, sampling suites and protocols, frequency & analytic methods
- Action thresholds and contingency planning
- Periodic reporting
- Estimated costs



United States
Department of
Agriculture

Office of
the General
Counsel

Michael R. Hope, Attorney
740 Simms St. Room 309
Golden, CO 80401
(303) 275-5545 FAX (303) 275-5557
Email-michael.hope@usda.gov

February 20, 2004

ENVIRONMENTAL
PROTECTION AGENCY

FEB 25 2004

MONTANA OFFICE

Louis J. Maruchau
Vice President Law
The Doe Run Company
1801 Park 270 Drive, Suite 300
St. Louis, MO 63146

Re: Block P Millsite-Unilateral Administrative Order

Dear Mr. Maruchau:

Enclosed please find a copy of the Unilateral Administrative Order ("UAO") for the Block P Mill Tailings Site which has been issued to the Doe Run Resources Corp. ("Doe Run") by the United States Department of Agriculture. As required by Executive Order 12580, as amended, the United States Environmental Protection Agency has concurred with the issuance of this UAO. Pursuant to paragraph 58, the effective date of the UAO is March 8, 2004, unless Doe Run elects to request a conference pursuant to paragraph 53. Please note in particular that, in accordance with paragraph 33 of the UAO, Doe Run is required to give notice of whether it intends to comply with the order within 10 business days of the effective date.

We look forward to working with Doe Run to implement the necessary cleanup of this Site under the terms of the UAO.

Sincerely,

Michael R. Hope

bcc: Holly Fliniau
Ron McClain
Mark Elmer
Ray Tesoro
Robin Strathy
Vernon Cromwell
Rick Baird
Scott Brown